

85-1-10

BY-LAWS,
AND RULES AND REGULATIONS
OF THE
ELMA AND MORNINGTON
*** CHEESE AND BUTTER CO.**



P

P
C

M
th
c
is
a
th
A
a
tr
it

W

sh
by
S

su
bu
to
th
be
wi

BRITTON, OCTOBER THE 17TH, 1893.

PROVINCE OF ONTARIO

To Wit.

WM E, William S. Burnett, Andrew G. Alexander, Robert Woods, Alexander Rae and Samuel Burnett, do hereby certify that we desire to form a Company or Association, pursuant to the provisions of the Act to provide for the incorporation of Cheese and Butter Manufacturing Associations.

The corporate name of the Association is to be "THE ELMA AND MORNINGTON CHEESE AND BUTTER MANUFACTURING ASSOCIATION," and the object for which the Association is to be formed is the manufacture of cheese and butter. The number of shares is to be unlimited, and the capital is to consist of shares of "Twenty Dollars" each, or of such other amount as shall from time to time be determined by the rules of the Association.

The number of the Trustees who shall manage the affairs of the Association shall be "Five," and the names of such Trustees are William S. Burnett, Andrew G. Alexander, Robert Woods, Alexander Rae and Samuel Burnett, and the name of the place where the operations of the said Association are to be carried on is Lot 35 in the 4th Concession of the Township of Elma, in the County of Perth, and Province of Ontario.

**WM. S. BURNETT,
A. G. ALEXANDER,
ROBT. WOODS,
ALEXANDER RAE,
SAMUEL BURNETT.**

Dated this 8th day of November, 1893.

We, the undersigned, Shareholders in the Elma and Mornington Cheese and Butter Manufacturing Association do hereby agree that the said Association be governed by and managed according to the following By-laws, Rules and Regulations:

BY-LAWS

1. The Association shall consist of shareholders holding one or more shares of Twenty Dollars each, who have enrolled their names in a book kept by the Secretary of the Association for that purpose.

Shareholders and Shares.

2. The payment of the shares shall be made in such a manner, and at such times as the Directors of the Association may from time to time direct; but in each case the Directors shall give at least thirty days' notice in writing to each holder of a share or shares in the Association, of such a call upon the stock, and not more than 20% of the value of the subscribed stock shall be called in at any one time, and not more than 30% shall be called for within twelve months.

3. The Directors shall call in at least 20% of the subscribed capital stock

of the Association at, or before, the last distribution of the proceeds from the sale of products in each year, until all indebtedness of the Company or Association which is not provided for by mortgage is paid and satisfied.

4. In default of payment of all or any such calls upon stock, the Directors shall proceed to enforce the payment of the same by an action at law; or they may, in the exercise of their powers, sell any such shares and apply the proceeds of the same towards the payment of any unpaid call or calls due in respect of such stock or shares, and the surplus, if any remains after the payment of such arrears and all expenses incurred by the Directors in such action, shall be deposited in some chartered bank to the credit of such defaulting shareholder, and all liability of the Directors shall thereby cease.

5. No subscriber for stock shall be accepted as a shareholder, or be entitled to hold stock in the association, until the same has been duly allotted to him by the Board of Directors.

6. Stockholders may sell, or transfer, their shares, but such sale or transfer must be with the consent of the Directors of the Association, and any person holding shares in the Association and sending his milk to another factory shall not be allowed to rent his shares without the consent of the Directors of the Association.

7. The books of the Secretary for the transfer of stock shall be closed during fifteen days preceeding each Annual Meeting of the shareholders. The Secretary shall register all transfers of stock in the books of the Company, when furnished with duly executed instruments of transfer.

A fee of 25 cents for each share transferred shall be paid into the general fund of the Association. No transfer shall be considered valid until it has been made on the books of the Association.

8. Each shareholder shall be entitled to one vote for every share he or she may hold, and shareholders shall vote by Proxy, duly appointed. No person shall be entitled to act as a Proxy who is not himself, or herself, a shareholder in the Association.

9. No shareholder shall be entitled to vote upon any share or shares on which any regular installment or call has become due or remains unpaid.

No shareholder shall be entitled to vote upon any stock unless the same shall have been registered in his name in the stock book of the Association prior to such General or Annual meeting of the Association.

10. No person shall be entitled to subscribe for or to vote upon more than "five" shares of the Association, either in his or her own name, or by Proxy.

Officers.

11. The Officers of the Association shall consist of a President, Vice-President, Secretary, Salesman and Treasurer, and three Directors. The five Directors shall be elected at each Annual Meeting, out of which number they shall appoint a President and Vice-President, and the Secretary, Salesman and Treasurer shall be elected at the Annual Meeting.

12. The President, Vice-President and the Directors shall constitute the Board of Directors. All members shall retire every year, and an election shall take place at the Annual Meeting for the appointment of their successors, and all the members of the retiring Board of Directors, if otherwise qualified, shall be eligible for re-election.

Powers of Directors.

13. The presence of three Directors shall constitute a quorum for the transaction of business at the meeting of the Directors. The President, or in his absence any Director who may be chosen by a majority of those present at such meeting, shall preside, and shall decide all questions of order, subject to an appeal to the Board.

14. The President shall have a vote as a Director at all meetings, and in addition to that vote, in the event of a tie, shall have a casting vote as chairman.

15. The Board of Directors shall have full power to enter into agreements or contracts with any person or persons to carry on the business of the Association, and such person or persons shall have their salaries and remuneration determined by the Board of Directors, to whom in all cases, they shall be directly responsible.

16. The Directors also shall have full power to determine all salaries and remuneration to officers or employees of the Association, but the Directors shall not be entitled to receive more than "One Dollar" for each meeting which they attend, unless the same be authorized at the Annual General meeting of the shareholders.

17. The Directors may borrow money for the purposes of the Company (or Association) in any manner which may seem to them expedient, and their bond, promissory note or other obligation shall bind the Association; and they are authorized to hypothecate mortgage, or pledge the real or personal property of the Association in order to secure any sum or sums borrowed for the purposes of the Company (or Association).

18. The corporate seal of the Company (or Association) and the signature of the President or other officer designated for that purpose at a regular meeting of the Board of Directors—countersigned by the Secretary and Treasurer—shall be attached to all such instruments or documents pledging the credit of the Association.

19. The Board of Directors may appoint from their own number an Executive Committee which shall include, or to which may be added the Salesman and Secretary of the Association, to whom they may designate executive powers to be exercised under the direction of the Board; and they may also appoint Standing Committees.

20. The Directors shall also appoint one Auditor to act in conjunction, in the auditing of the accounts of the Association, with an Auditor to be elected at the Annual General Meeting of the shareholders.

21. In case of any vacancy or vacancies occurring in the Board of Directors, between the Annual General Meetings of the Association, they may be filled from qualified shareholders, by the Directors of the Association.

Duties of Secretary.

22. (1) The Secretary shall keep an accurate and true record of the minutes of the Annual Meetings, of any special meetings of the shareholders, and of the meetings of the Board of Directors.

(2) He shall also keep an accurate account of all financial transactions of the Company or Association.

(3) He shall keep a Stock Book for the proper recording of the ownership and transfer of shares in the Company or Association.

ELMA AND MORNINGTON CHEESE AND BUTTER CO.

(4) He shall render an accurate statement to each of the patrons of the Company (or Association) of his or her account therewith from time to time as the President may decide.

(5) He shall prepare an Annual Statement, giving an abstract of the business of the Company, for presentation to the Annual Meeting, and he shall render an account of the affairs of the Company to the office of the Dairy Commissioner for the Dominion, at Ottawa.

Duties of Treasurer.

23. (1) The Treasurer shall deposit all moneys received by him in a regular chartered bank, to the credit of the Association, in his own name as Treasurer.

(2) All accounts paid by the Treasurer shall be signed by the President and Secretary, with the exception of cheques for payment of cheese.

(3) He shall produce vouchers for all his expenditures, to the Auditors, and shall present a statement of the receipts and expenditure of the Company, to the Annual Meeting of shareholders.

Duties of Salesman.

24. (1) The salesman shall use his best endeavors to sell the products of the factory so as to further the interests of the Patrons, to the best of his judgment and ability.

(2) As soon as practicable, after the completion of any sale, he shall notify the Cheesemaker and Secretary of the quantities sold, the price agreed upon, particulars of sale, date of shipment and any other condition or element in the transaction which effects the patrons or manufacturer.

Annual Meeting.

25. The Annual Meeting of the shareholders shall be held at the factory, or at such other place as the Directors may determine, and on such date as the Directors may determine each year.

26. Notice of the time and place of the holding of such Annual General Meeting shall be given at least ten days previously thereto, by postal notice to that effect, mailed to each shareholder's address as last registered in the office of the Company or Association.

27. If from any cause the Annual General Meeting of the Company (or Association) shall not be held, or due and legal notice thereof shall not be given, then it shall be the duty of the Directors to cause a Special General Meeting of the shareholders to be called as soon as may be thereafter, for the purpose of transacting the business of the Annual General Meeting, and at such meeting, or meetings, all matters may be dealt with and acted upon as if such meeting were in effect the Annual General Meeting of the shareholders of the Company, or Association.

RULES OF ORDER.

28. The rules of order for the Annual General Meeting shall be:—

- 1—The meeting called to order by the President, or acting President.
- 2—The reading and disposal of the minutes of the last meeting.
- 3—The reading and disposal of communications.
- 4—Reports of Standing Committees appointed by a General Meeting of the Shareholders.
- 5—Reports of Special Committees appointed by a General Meeting of the Shareholders.
- 6—Reports of Officers, including the report of the Salesman.
- 7—Report of Auditors.
- 8—Unfinished business.
- 9—Nomination and election of officers for the coming year.
- 10—Appointment of one Auditor.
- 11—New business.

Special Meetings.

29. Special meetings of the Shareholders may be called by the President, or any three of the Directors, or on the requisition, in writing, of the Shareholders of the Company (or Association) who may hold one-fourth of the subscribed stock of the Company (or Association), and in every such call or requisition for a special meeting, a statement shall be made of the definite purpose of such special meeting, and no other business shall be transacted at such special meeting than shall be mentioned in the notice or notices which have been given calling the same.

30. At least ten days' notice of every special meeting shall be given by advertising the same in at least two newspapers circulating in the neighborhood, and also by mailing a notice to the same effect to the address of each shareholder, as last registered in the office of the Company (or Association.)

31. Any alterations in the by-laws of the Company (or Association) shall be made only by a majority of the shareholders' votes at the Annual General Meeting of the Association.

32. A copy of the by-laws shall, at all reasonable hours, be open for inspection by the shareholders, at the factory where the business of the Company is carried on.

RULES AND REGULATIONS.

1. The Company (or Association) shall manufacture the milk furnished by the Shareholders and Patrons, at a rate decided upon at the Annual Meeting.

2. Patrons who may be dissatisfied with the weights of their milk recorded at the factory, must report the same to the Directors, that they may adjust and settle the matter.

3. The milk of each Patron shall be tested at any time during the season; and at the discretion of the Directors. A statement of the quality of the milk of all the Patrons shall be posted up in the factory, in a conspicuous place, where it may be seen by all the Patrons and Shareholders.

4. Each Patron upon being notified, shall deliver in a wagon, or other

wise, his or her share of the cheese which has been manufactured, from the factory to the point of delivery as agreed upon by the salesman, and failure to comply with this rule will subject the Patron to a fine of \$2.00, which shall be deducted from his share of the receipts from the sale of cheese. It is open to any Patron to find a substitute for himself for the drawing of cheese.

5. If any Patron should send to the factory, upon the milk wagons engaged by the manufacturer, milk that is sour or unfit for use in cheese making, such milk shall be returned to his or her milk-stand, and a charge sufficient to pay the manufacturer for the expense of drawing it to the factory, and to the milk-drawer for returning it to the milk-stand, shall be made in every such case. The decision of the Directors in such case shall be final.

6. Each Patron shall be entitled to the cheese for use at his own table at the wholesale price.

7. In the case of any Patron who does not continue to furnish the milk from his or her own herd to the factory until the close of the manufacturing season, a sum equal to "One" cent per pound of all the cheese manufactured from the milk which they have furnished during the season, will be deducted from his or her share of the receipts, unless he or she shall have first obtained the consent of the Directors to such discontinuance.

8. The manufacturer shall insure the cheese in any responsible insurance company to the extent of the probable value of the cheese held at the time, therein; but the manufacturer shall not be responsible for any cheese destroyed, other than for the amount received by the said manufacturer from the insurance company.

9. Milk shall be supplied from only healthy cows, which are fed upon wholesome food, with access to sufficient pure water and salt.

10. The pastures, yards and lanes shall be kept free from carrion, and all decaying matter which may cause noxious smells.

11. Each Patron shall furnish pure sweet milk, to which nothing has been added, and from which no part has been removed or kept back, and if any be reserved, it shall be of the average quality of milk given by the herd of cows.

12. Milk must be drawn from the cows in a cleanly manner. The udders should be brushed or washed, and milking with dry hands is preferable to the practice of dipping the fingers in the pail in order to moisten them.

13. All pails and other utensils with which the milk is brought in contact must be of tin. The use of wooden pails for milking into, or holding milk, is strictly prohibited; and any contravention of this rule will subject the Patron to the liability of being deprived of the privileges of the factory.

14. As soon as the milk is drawn from the cow it shall be removed to a suitable place, strained through a wire strainer, into a suitable milk-can, the lid put on and the milk cooled as quickly as possible to at least sixty or sixty-five degrees, and kept as near to that temperature as possible until removed to the milk-stand.

15. The milk must be kept in a place where the atmosphere is free from foul and injurious odors.

16. Milk that is kept without the protection of some roof shall be pro-

ected from the falling of rain, either by turning the lid of the milk can upside down over it, or by some other efficacious means; and if, on any occasion, when rain has fallen, the cheesemaker discovers by the use of the testing instruments, that a per cent. of added water is present, he shall deduct from the weight of the milk a number of pounds equal to the quantity of added water that is revealed by the use of the lactometer.

17. The night's and morning's messes of milk shall be kept in separate vessels until the arrival of the milk wagon.

18. The milk cans shall be kept clean and sweet, and when a cheesemaker shall discover the can of, any in a state unfit for the carrying of milk without detriment to its quality, he shall notify the Patron of that fact, and report the same to the Directors. After the first offence the Patron may be subjected to a fine of "fifty cents" for every time that the can shall be sent to the factory in an unclean condition.

19. The Directors, or any of the Patrons, may inspect the cans on any wagon or milk stand, at any time, and report the same to the cheesemaker, or other officer of the manufacturer.

20. Each and every milk can shall be washed with cold or tepid water and scalded with boiling water once a day. They should afterwards be aired.

21. All milk to be conveyed to the factory on the public milk wagons, shall be delivered on the side of the public highway [unless otherwise arranged by the Directors] upon a milk stand of convenient height, and a suitable approach to the same be made and maintained.

22. The surrounding of the milk stand shall be kept clean and free from bad smells; and the feeding of swine within one hundred feet of the milk stand is strictly forbidden.

23. The milk shall be delivered on the milk stand at a time to suit the convenience of the drawer, who shall not leave any milk stand before six o'clock a. m., unless otherwise provided for, and agreed to by the Patrons and milk drawer of any route, and who shall reach the factory with his load not later than nine o'clock a. m. Said condition shall continue until October 1st, after which date the time of leaving milk stands shall be seven o'clock. Subject to the foregoing provision, anyone violating the above rule shall be liable to the full amount of loss sustained thereby.

24. The whey shall be disposed of as the Patrons decide at the Annual Meeting.

25. Every Patron and Shareholder who desires to withhold his or her milk from being delivered to the factory according to the By-laws, Rules and Regulations now, or from time to time, in force, shall, on or before the first day of January in each year, give notice in writing to the Secretary of the Company to that effect, and in the event of said notice not being given as aforesaid, the said Patrons and Shareholders will be obliged to send the milk from all their cows, only to the said Company, and in default thereof they shall be liable to have their shares, or stock called in and furnished to the said Company, or in the alternative, that the said Company may sue for and recover all loss and damages caused by such default.

ELMA AND MORNINGTON CHEESE AND BUTTER CO.

26. The cheesemaker shall object to any milk which he considers to be unfit for use in the manufacture of the finest quality of cheese, and his judgment shall be final in all cases.

27. Each Patron who furnishes milk to the factory is thereby considered as having agreed to the foregoing Rules and Regulations.

Witness,

N. NEWCOMBE.

**WM. S. BURNETT,
A. G. ALEXANDER,
ROBT. WOODS,
ALEXANDER RAE,
SAMUEL BURNETT.**

COUNTY OF PERTH

To WIT

I, NELSON NEWCOMBE, of the Township of Elma, in the County of Perth, Cheesemaker, make oath and say:—That I was personally present and did see the within By-laws, Rules and Regulations and duplicates thereof duly signed by William S. Burnett, Andrew G. Alexander, Robert Woods, Alexander Rae and Samuel Burnett, the five parties therein named, at the said Township of Elma.

That I personally know all the said parties and am a witness to said By-laws, and Rules and Regulations and duplicates being so signed as aforesaid.

Sworn before me, at the Town of Listowel, in the County of Perth, this 18th day of November, 1893.

F. R. BLEWETT,

Notary Public for Ontario.

N. NEWCOMBE.



to be
judg-
dered

ip of
aker,
nally
ates
bert
l, at

By-
id.